



Mark Leskowitz
EHS Site Leader

MPM Silicones, L.L.C.
3500 WV State Route 2
Friendly, WV 26146

T 304 652 8222
F 304 652 8738

September 26, 2008

Chemtura Corporation
Attn: Paul Meyer
199 Benson Road – Mail Stop 2-4
Middlebury, CT 06749

Dear Mr. Meyer:

This letter serves as an invoice for Chemtura Post-Remediation Care Requirements per the *Purchase and Exchange Agreement* (Agreement) by and between Crompton Corporation (now Chemtura) and General Electric Company (now MPM Silicones, LLC) for the facility in Friendly, West Virginia, also known as the Sistersville Plant.

Per Section 5A.11(c) of the agreement, the Sistersville plant personnel has been performing Chemtura Post Remediation Care Requirements as an independent contractor on Chemtura's behalf. Chemtura Post Remediation Care Requirements are defined on page 18 of the agreement as the requirements specified by an environmental agency to maintain environmental caps, monitor the environmental condition of the Chemtura Premises including periodic groundwater monitoring pursuant to the RCRA Corrective Action Permit (covering the North and South Inactive Sites and Boundary Wells #20 and #3203), and the operation and maintenance of Recovery Well #4315 (groundwater recovery pump and treat system) and its associated piping.

Section 5A of the Agreement also holds Chemtura legally and monetarily responsible for OSi Pre-Closing Contamination. As you were informed in our July 8, 2008 meeting and subsequently in a formal Notice of Claim for Environmental Contamination dated August 25, 2008, excavation as part of a construction project discovered a previously unknown area of PCB contamination in June of 2008. To minimize rental costs for equipment idled by the PCB discovery, the equipment was decontaminated to allow its removal from our site.

This invoice covers expenses from August 1, 2007 to July 31, 2008.

MPM, hereby, submits this invoice for \$95,110.45, which includes groundwater sampling and analysis, cap maintenance, groundwater pumping operation associated with the North and South Inactive Sites and Well #4315, and PCB contaminated equipment decontamination costs, as follows and in the attached tables:

North Inactive Site	\$12,047.00
South Inactive Site	\$13,206.74
Boundary Wells	\$ 5,132.00
Recovery Well #4315	\$60,000.00
PCB Related Costs	\$ 5,101.45

Also per the agreement, MPM expects payment within thirty (30) days of receipt of this invoice by Chemtura. Should you have any questions, please call me at 304-652-8222.

Sincerely,

Mark Leskowitz
EHS Site Manager

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EPA005759

cc: Ray Hiley
 John Robison
 Wachtell, Lipton, Rosen, & Katz
 Attn: Steven A. Cohen, Esq.
 51 West 52nd Street
 New York, NY 10019

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Table 1. Summary		
Chemtura Post-Remediation Care Costs		
MPM Silicones WV, LLC		
Sistersville Plant		
Friendly, West Virginia		
North Inactive Site		
Groundwater Sampling	\$ 2,475.00	
Groundwater Analysis	\$ 9,072.00	
Cap Maintenance	\$ 500.00	
		\$ 12,047.00
South Inactive Site		
Groundwater Sampling	\$ 2,750.00	
Groundwater Analysis	\$ 10,080.00	
Cap Maintenance	\$ -	
		\$ 12,830.00
Boundary Wells #20 and #3203		
Groundwater Sampling	\$ 1,100.00	
Groundwater Analysis	\$ 4,032.00	
		\$ 5,132.00
Groundwater Pump & Treat System		
Operation and Maintenance	\$ 60,000.00	
		\$ 60,000.00
PCB Related Costs		
Decontamination of contracted excavation equipment	\$ 5,101.45	
		\$ 5,101.45
Total		\$ 95,110.45

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Table 2. Groundwater Monitoring Costs						
No. of Events	No. of Wells	Sample Description	Analytical Cost per sample	Labor Hours per Well	Labor Cost per Well	Total Cost
North Inactive Site						
2	9	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$11,547.00
South Inactive						
4	5	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$12,830.00
Boundary Wells #20 and #3203						
4	2	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$ 5,132.00
Total						\$29,509.00

Quadruplicate samples taken per well

Table 3. Maintenance Costs	
Work Description	Total Cost
North Inactive Site	
Mowing	\$ 500.00
Total	\$ 500.00
South Inactive	
Total	\$ -
Boundary Wells #20 and #3203	
Total	\$ -
Groundwater Recovery Well	
Historical average O&M discussed during due diligence.	\$60,000.00
Total	\$60,000.00
Total	\$60,500.00

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Table 4. PCB Related Costs	
Work Description	Total Cost
WWUpgrade Excavation Site	
Clean Harbors decontamination of excavating equipment.	\$ 5,101.45
Total	\$ 5,101.45